

UPPER MERION and PLYMOUTH LEASING CO.

875 N. Michigan Avenue • John Hancock Center • Suite 1400 • Chicago, IL 60611 (312) 915-2900

8 February 1989

9-044A004

16201

RECORDATION NO. _____ FILED 1425

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

FEB 10 1989 -4 05 PM

INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated February 3, 1989 as follows:

Bill of Sale between Chrysler Rail Transportation Corporation (Seller) and Upper Merion and Plymouth Leasing Co. (Purchaser) for one hundred forty-five (145) railroad cars.

The names and addresses of the parties to the enclosed documents are:

Seller: Chrysler Rail Transportation Corporation
3800 North Wilke Road-Suite 300
Arlington Heights, IL 60004

Purchaser: Upper Merion and Plymouth Leasing Co.
875 North Michigan Avenue
John Hancock Center - Suite 1400
Chicago, IL 60611

The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President-Sales, Upper Merion and Plymouth Leasing Co., 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for \$13.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Sincerely yours,

Upper Merion and Plymouth Leasing Co.

By Dennis T. Hurst
Dennis T. Hurst

enclosure

SENT VIA: Certified Mail (return receipt requested)

FEB 10 4 01 PM '89
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Dennis T. Hurst
Upper Merion and Plymouth Leasing Co.
875 N. Michigan AVE. , Suite 1400
John Hancock Center
Chicago, ILL. 60611

Dear

Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/10/89 at 4:05pm, and assigned recordation number(s). 16201

Sincerely yours,

Narita L. McEneaney

Secretary

Enclosure(s)

16201

RECORDATION NO. _____ FILED 1425

FEB 10 1989 -4 05 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Chrysler Rail Transportation Corporation, a Delaware corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Upper Merion and Plymouth Leasing Co. (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

One Hundred Forty-five (145) railroad cars bearing reporting marks CAMX 1002 through CAMX 1005 inclusive, CAMX 1007 through CAMX 1017 inclusive, CAMX 1019, CAMX 1021, CAMX 1022, CAMX 1024 through CAMX 1026 inclusive, CAMX 1028 through CAMX 1045 inclusive, CAMX 1051 through CAMX 1054 inclusive, CAMX 1056 through CAMX 1060 inclusive, CAMX 1062 through CAMX 1064 inclusive, CAMX 1066 through CAMX 1075 inclusive, CAMX 1079 through CAMX 1082 inclusive, CAMX 1084 through CAMX 1087 inclusive, CAMX 1089, CAMX 1090, CAMX 1092, CAMX 1093, CAMX 1096 through CAMX 1102 inclusive, CAMX 1104 through CAMX 1120 inclusive. UMPX 6215, UMPX 6216, UMPX 6218, UMPX 6220, UMPX 6225, UMPX 6231, UMPX 6232, UMPX 6234, UMPX 6238, UMPX 6242, UMPX 6243, UMPX 6245, UMPX 6247, UMPX 6248, UMPX 6250, UMPX 6258, UMPX 6261, UMPX 6268

MARKbillchr

UMPX 6282 through UMPX 6284 inclusive, UMPX 6286, UMPX 6288 through UMPX 6290 inclusive, UMPX 6292. S00 62780 through 62798 inclusive.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OR MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever except as set forth in Schedule I attached hereto. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 3rd day of February, 1989.

CHRYSLER RAIL TRANSPORTATION CORPORATION

BY: Robert E. Floyd

TITLE: Vice President

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing
Bill of Sale this 3rd day of February, 1989.

UPPER MERION AND PLYMOUTH LEASING CO.

BY: h. Doe

TITLE: Vice President

SCHEDULE I

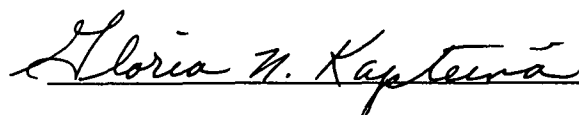
1. Railcar Lease Agreement, dated March 13, 1987 between Northbrook Corporation and CSX Transportation, Inc.
2. Railcar Lease Agreement, dated January 23, 1984 between Northbrook Corporation and Jim Walter Resources, Inc.
3. Railcar Lease Agreement, dated August 1, 1988 between Northbrook Corporation and Conrad Yelvington Distributors, Inc.
4. Lease Agreements, dated September 30, 1987 as amended by Rider # 2, dated September 30, 1988 between Seller Rail Transportation Company and the Soo Line Railroad Company.

CONchrpur

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD)

On this 3rd day of February, 1989, before me personally appeared Robert E. Floyd, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Chrysler Rail Transportation Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)


Notary Public

My commission expires:

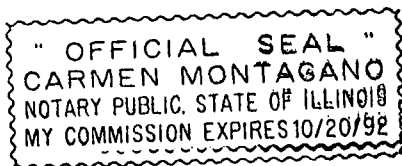
GLORIA N. KAPTEINA
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1991

STATE OF ILLINOIS)

COUNTY OF COOK)

On this 22 day of February, 1984, before me personally appeared Mary D. Allen, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Alpha Service and Plymouth Leasing Co. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)



Carmen Montagano
Notary Public

My commission expires:
